

# **Bylaws of Brandon Valley Baseball Association, Inc.**

## **Article I. – Name**

The name of this organization shall be the “Brandon Valley Baseball Association, Inc.”, herein referred to as the “Brandon Valley Baseball Association” or the “Association”.

## **Article II. – Office**

The principal offices of the Brandon Valley Baseball Association shall be in the city of Brandon, South Dakota at the office of the registered agent of the Brandon Valley Baseball Association or at the home of any other Board of Directors member in the State of South Dakota, as the Board of Directors may designate at meetings from time to time.

## **Article III. – Membership & Fees**

Section 1. – The Association exists for the benefit of the players. The personal achievements of the individual coaches is secondary.

Section 2. – All parents of Participants, coaches of teams organized under the Association, and any individual (not business) who is a Grand Slam Sponsor during the current playing season shall be Members of the Association. All Members will be extended rights and privileges as defined in the Bylaws. All Members will assume the responsibility to abide by the guidelines, rules and regulations defined in these Bylaws.

Section 3. – Each player on a team shall be registered and shall submit a fee for the privilege of participating in the program. Such fee may be increased or decreased as determined by the Board of Directors and may be waived for any individual due to hardship or other extenuating circumstances.

## **Article IV. – Board of Directors/Officers**

Section 1. – The Board of Directors (hereinafter “Board of Directors” or “Board”) shall be a Member and reside within the Brandon Valley School District or own a business interest or be employed by a Brandon or Valley Springs business.

Section 2. – The Association will be governed by a Board of Directors, which shall consist of a President, Vice President, Secretary, Treasurer, League Representatives from each league and Fundraising Coordinator.

Section 3. – The Officers of the Board shall be the President, Vice President, Secretary and Treasurer.

Section 4. – The Board of Directors shall be elected by the Association Members at the Annual

Meeting of Members. Each Director shall serve a term of one (1) year unless the Director resigns or is removed as provided herein. To vote for Board Directors, the Member must be present at the Annual Meeting of Members. A Member may not vote by proxy. A Nominating Committee, appointed by the President, shall provide the Board with a slate of candidates at least one (1) week prior to the date of the Annual Meeting of Members. The Board of Directors shall be voted on from the listed candidates and nominations from the floor made during the Annual Meeting of Members.

## **Article V. – Duties and Compensation of the Officers and Board of Directors**

Section 1. – The Board of Directors shall be the governing body of the Brandon Valley Baseball Association.

Section 2. – The Board of Directors shall work with the Cities of Brandon and Valley Springs regarding baseball fields, up-keeping and postponement of games because of weather and maintenance.

Section 3. – Any Board member shall have the power to suspend play at any and all playing areas at any time that he/she sees fit due to the safety of the Association membership, the maintenance of Association equipment or playing area and damage to the surrounding property.

Section 4. – In addition to the following duties, the Officers of the Association shall perform such duties as naturally pertain to their respective offices and positions and in addition such duties as the Board of Directors or Members may from time to time impose upon them and including:

President: The President shall conduct and schedule Board meetings, help and advise Committees, be responsive to questions and concerns of Members, shall present at each Annual Meeting of Members a report of the business of the Association for the preceding fiscal year, promote Brandon Valley Baseball with the cities of Brandon and Valley Springs, and to outside organizations.

Vice President: The Vice President shall conduct and schedule Board meetings in the absence of the President, and shall assist the President with his/her duties, as the President directs.

Treasurer: The Treasurer shall have custody of funds of the Association. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in a depository designated by the Board of Directors. The Treasurer shall disburse the funds of the Association and shall render to the President or the Members, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association. If required by the Members, the Treasurer shall furnish a bond payable to the Association, satisfactory to the Members. The Treasurer shall control the purchase

order forms, which must be signed by the President, Vice President or Treasurer in order to be valid.

Secretary: The Secretary shall attend all meetings of the Board of Directors. The Secretary shall take and maintain a true and complete record of the proceedings of each Board meeting, timely mailing or electronically mailing the minutes to each Board Member, and update the Bylaws with any amendments and distribute a copy to each Board Member. The Secretary shall give, or cause to be given, notice of all meetings of the Members and meetings of the Members.

League Representatives: There shall be one League Representative from each of the following leagues, who shall serve on the Board of Directors: (1) Rookies; (2) Machine Pitch; (3) Little League Minor; (4) Little League Major; (5) Little League; (6) Jr. Varsity VFW; (7) Varsity VFW; (8) High School; and (9) Legion. The League Representatives are responsible for reporting concerns relating to the Association regarding the league that they represent, for communicating with the coaches in their respective leagues about rule changes and current events, helping to initiate new coaches to the league, and shall perform whatever additional duties the President may from time-to-time prescribe.

Fund Raising Coordinator: The Fund Raising Coordinator is responsible for selecting and administering the Fund Raising Committee, organizing and coordinating all Association fund raising activities and shall perform whatever additional duties the President may from time-to-time prescribe.

Section 5. – The Board of Directors and Officers shall not receive compensation from the Association.

## **Article VI. – Association Assets and Business Affairs**

Section 1. – The Officers shall control and manage the funds, property and business affairs of the Association. Funds of the Association shall be deposited in checking and savings (e.g. regular, certificates of deposit, etc) accounts. Funds shall be withdrawn from these accounts only by signature of one of the following Officers: President or Treasurer. The Officers shall control, manage and disperse the funds, property and business affairs of the Brandon Valley Baseball Association. The President may designate others to manage and disburse funds with the consent of the Board.

Section 2. – Except as provided above, funds will only be dispersed with the direction and approval of the Officers.

## **Article VII. – Director and Officer Vacancies**

Section 1. – Vacancies in the Board of Directors or office positions may be filled at any meeting of the Board of Directors, and such shall require an affirmative vote of a majority of the Board of Directors at the time of any such election to fill any vacancy or vacancies.

Section 2. – In case of a vacancy in the office of the President, the Vice President shall become President and serve as President until the next regular annual election of Officers. In case of a vacancy of both the President and the Vice President, a President and Vice President shall be elected by the Board of Directors at the regular scheduled meeting following the vacancy.

### **Article VIII. – Voting/Quorum**

Section 1. – A majority of the board of Directors will constitute a quorum for conducting business. Any Board action requiring a vote shall be by majority of the quorum, unless otherwise provided herein. Each Board Director shall have one vote on all Board issues.

### **Article IX. –Meetings**

Section 1. – The Board shall hold periodic meetings as needed, at least annually. The Board will determine the time and place of each meeting. Meetings may be postponed and rescheduled by the Board. Special meetings may be called at any time when called for by two or more Board Directors. The format of the meetings will be as follows: The first up to 30 minutes will be open to Association Members for comments to the Board of Directors. There will be no more than 10 minutes of discussion on any given topic. After the first 30 minutes (or lesser amount if no further discussion ensues), the Board of Directors will meet with no other Association Members present, except for the Director of Baseball.

Section 2. – An Annual Meeting of Members will be held the last quarter of each calendar year. Each Member present shall have one vote on each matter submitted to a vote at a meeting of Members, including, but not limited to, the election of the Board of Directors. Any Member action requiring a vote shall be by majority of the Members attending the meeting. A Member may not vote by proxy.

Section 3. – Notice of all meetings of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally and/or sent by mail or email to each Director at his or her address as shown by the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Notice of all meetings of the Members shall be given at least one (1) week prior thereto by publication through the local media. The attendance of a Member at any meeting shall constitute a waiver of public notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

## **Article X. – Director Resignation/Expulsion**

Section 1. - Any Board of Director may resign at any time by giving written notice to the President; unless otherwise specified in the notice, the resignation shall take effect upon receipt by the President.

Section 2. - Any Director may be expelled from the Association when he/she participates in an activity deemed detrimental to the Association. Upon receipt of a formal written complaint signed by three Directors, the President shall present such complaint to the Board of Directors for consideration. The President shall then, upon direction by the Board of Directors, notify the Officer or Director of the charges and set a date and time for a hearing of these charges and presentation of whatever evidence is deemed proper in front of the Board of Directors. Immediately following this hearing, the Board of Directors shall then act on such complaint. Approval to expel shall be by at least a 2/3 vote of those Board of Directors in attendance at the special meeting. The Board of Directors shall also determine the appropriate length of time for the expulsion to remain in effect. In the event that the subject of such expulsion proceedings is an Officer or Director of the Association, said Director will not be allowed to vote. If the President is the one being considered for expulsion, the Vice President shall instead fulfill these duties.

## **Article XI. – Director of Baseball**

Section 1. – The Board of Directors shall appoint a Director of Baseball, who shall receive compensation as determined by the Board. The Director of Baseball is responsible for overseeing the day-to-day operations of the Association, including coordinating registration, for scheduling games and coordinating tournaments. The Director of Baseball is also responsible for the selecting/hiring and overseeing of coaches, and serving as the Umpire-in-Chief. The Board of Directors may also appoint additional positions who shall receive compensation as determined by the Board.

## **Article XII. – Committees**

Section 1. – The Board may establish Committees as necessary to further the purposes of the Association. All Committees shall report to and be under the direction of the Board of Directors. The Committees may be standing or ad hoc, as the Board determines. The Committee shall be made up of Members of the Association. The following are Committees that may be established to function as follows:

Game and Practice Schedule Committee: This Committee shall set all schedules for games and practices.

Tournament Committee: This Committee shall manage all aspects of the Association tournaments.

Sign-up Committee: This Committee shall establish guidelines for sign-ups, including but not limited to advertisements, forms and staffing.

Equipment Committee: This Committee shall control all equipment and uniforms to ensure safety of all players, coaches, umpires and fans.

Fund Raising Committee: This Committee shall organize fund-raisers and contact sponsors to raise money for the Association, under the direction of the Fund Raising Coordinator.

Nominating Committee: This Committee, appointed by the President, shall present a slate of candidates for annual election of the Board of Directors.

Association Finance Committee: This Committee shall ensure the Association has sufficient funds to operate a safe, quality baseball program, and shall oversee and execute the principles of the Association Funding set forth below.

Grievance Committee: This Committee shall hear any written grievance submitted on the form provided by the Association. This Committee shall be made up of the President, Vice President and League Representative from which the grievance was filed.

Executive Committee: This Committee shall be made up of the President, Vice President, Secretary and Treasurer, and shall be called by President to deal with issues related to staffing and other Association business.

### **Article XIII. – Policies and Procedures**

Policies, regulations, guidelines and philosophical spirit under which the programs will be conducted include:

#### Section 1. - PARTICIPANTS

1. Eligibility: All youth residing in the Brandon Valley School District may register to play on a team organized by the Association. Special exceptions may be made by the Board for unusual circumstances.
2. Registration: Registrations will be accepted during time periods determined by the Board of Directors. The Association shall publicize registration through the local media and the Brandon Valley School District. Late registration will be handled at the discretion of the Board.
3. Registration Fees: Except as otherwise provided herein, all players registering with the Association will be required to pay a participation fee according to the schedule set by the Board.

## Section 2. – TEAM COACHES

Coaches for teams organized under the Association will be selected through expression of interest to the Board and/or Director of Baseball. The Board will resolve any conflicts arising over the selection of coaches. All coaches are expected to comply with the guidelines set forth in the Association's Coach's Code of Ethics, and are subject to the guidelines set forth in the Coaches Misbehavior Policy.

## Section 3. – TEAM ORGANIZATION

The organization of teams under the Association will be done by the Board according to the following guidelines, which may vary according to age divisions of the team being formed:

1. League teams shall be organized in an effort to establish parity among the teams in the Rookies, Machine Pitch and Little League leagues.
2. League teams shall consist of no fewer than 11 and no more than 15 players, unless the number registered makes it impossible to meet this requirement. League teams in each age group will have as close to the same numbers of players as possible.
3. A player whose parent coaches a league team within his/her age group will be assigned to that team. However, no league team will be allowed to invoke this guideline for more than one head and one assistant coach.
4. Requests by a parent for a player to be placed in a specific league team will be evaluated and decided by the Board on a case-by-case basis.
5. The Association reserves the right to establish travel teams.
6. Each team shall include one (1) head coach and one (1) assistant coach, unless otherwise approved by the Board.

## Section 4. – ASSOCIATION FUNDING

Association revenues will be generated by the following mechanisms and by other mechanism approved by the Board:

1. Registration Fees: Fees shall be collected annually from all players according to guidelines previously outlined by these Bylaws.
2. Fund Raisers and Tournaments: The Association from time to time may generate revenue by conducting specific fund raising activities and by sponsoring baseball tournaments during the playing season. The fund raising activities shall be approved by the Board.

3. Community Support: The Association recognizes that in order to successfully accomplish its objectives and goals, financial support from the community will be required. Annually the Association will solicit financial contributions from businesses, service organizations and individuals.

#### Section 5. – UNIFORMS AND EQUIPMENT

The Association will supply all basic uniforms and equipment for teams organized under the Association. Basic equipment will be provided to all teams.

#### Section 6. – UMPIRES

The Umpire-in-Chief will sustain a pool of umpires who will be paid by the Association and assigned to work home games.

#### Section 7. – MISCONDUCT

Policies pertaining to misconduct by coaches and/or Members are set forth in the Association's Coaches Misbehavior Policy, Parent's Misbehavior Policy and/or Coach's Code of Ethics. Any Member or Coach guilty of conduct contrary to these policies or the spirit of these Bylaws is subject to removal from the Association by a majority vote of the Board.

### **Article XIV. – Rules of Play**

Section 1. – Prior to the beginning of each season, the Board shall adopt for each league rules of play.

### **Article XV. - Grievances**

Section 1. – Any Member may file a written grievance with the Board utilizing the form provided by the Association. The Grievance will be heard by the Grievance Committee, who will report to the Board. The Board will make resolution of the issue and prescribe a course of action.

### **Article XVI. - Insurance**

Section 1. – The Association will provide all players and coaches supplemental athletic accident insurance with a maximum coverage of \$5,000.00. Member coverage will include such activities as practice sessions, games, fund-raisers, care of playing fields, trips, picnics, parades and sports clinics.

### **Article XVII. - Amendments**

Section 1. – These Bylaws may be amended by the Board according to the following procedure: Any Board of Director may propose to amend the Bylaws by presenting in writing the proposed amendment to the Board at any regular or special meeting. The proposed amendment will be considered in discussion by the Board and tabled until the following meeting, at which time it



can be further discussed, if desired by any Member. Following discussion at the second meeting, the proposed amendment will be adopted or rejected by a majority vote of the Board.

### **Article XVIII. – Definitions**

As used in these Bylaws, the following terms have the following meanings:

“Association” means the Brandon Valley Baseball Association.

“Board of Directors” means the Board of Directors of the Association.

“Bylaws” mean the Bylaws of the Association.

“Coach’s Code of Ethics” means the policy issued by the Board of Directors addressing the Association’s expectations of its coaches, as amended from time to time.

“Coach’s Misbehavior Policy” means the policy issued by the Board of Directors outlining standards of behavior and consequences for breach of such standards for coaches in the Association.

“Committees” shall have the meanings as set forth in Article XII.

“Grand Slam Sponsor” individuals who donate at least \$100.00 to the Association.


“Members” shall have the meaning as set forth in Article III.

“Parents’ Misbehavior Policy” means the policy issued by the Board of Directors outlining standards of behavior and consequences for breach of such standards for parents in the Association.

“Participants” shall have the meaning as set forth in Article XIII.

### **KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned, being the Board of Directors of the above-named BVBA, to-wit: **BRANDON VALLEY BASEBALL ASSOCIATION, INC.**, do hereby certify that the above and foregoing Bylaws were duly adopted as the Bylaws of said Brandon Valley Baseball Association, Inc. at an incorporators’ meeting thereof, on the \_\_\_ day of October, 2012, and the same do now constitute the Bylaws of said Brandon Valley Baseball Association, Inc..

  
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Trevor Guthmiller, President